

BILL OF SALE

FOR AND IN CONSIDERATION of the sum of ten dollars (\$10.00) cash in hand paid and other consideration the receipt and sufficiency of which are hereby acknowledged, **Shelby County, Tennessee, acting through the Shelby County Conservation Board**, (the “County”), hereby bargains, sells and assigns unto the **City of Memphis, Tennessee**, (the “City”), those personal assets it owns, if any, located upon the real property commonly known as the **Mississippi River Greenbelt Park**, located along the east and west sides of Island Drive and along the north side of Mud Island Drive on Mud Island and further identified as Shelby County Tax Parcel Nos. 069077 00034, 069077 00010Z, 069077 00025, 069077 00024, 069077 00009Z, 069077 00021, 001001 00004Z, 001001 00014, 001001 00008Z, 001001 00010, 001001 00009Z and 001001 00016 in Memphis, Tennessee, and more particularly described in Exhibit "A", and graphically shown in Exhibit “B”, both of which are attached hereto and incorporated herein by reference.

The City shall have and hold the said personal property for itself, and its assigns and successors and the County bargains, sells and assigns said personal property subject upon and conditioned to the following:

In bargaining, selling and assigning such personal assets, the County makes no warranties, implied, express or arising by operation of law of any nature or kind whatsoever;

Furthermore, the County does not covenant and agree with the City to defend and warrant the City’s title to this personal property and the rights of the City, and its successors and assigns, against each and every person claiming the personal property or any portion thereof.

This Bill of Sale is not to be construed or interpreted as in any way whatsoever amending or revising any agreement relating to the County’s transfer of the **Mississippi River Greenbelt Park** to the City, or any other agreement by and between the County and the City.

IN WITNESS WHEREOF, this Bill of Sale is executed by **Shelby County, Tennessee, acting through the Shelby County Conservation Board**, and delivered unto the **City of Memphis, Tennessee**, on this the ____ day of _____, 2008.

**SHELBY COUNTY, TENNESSEE,
ACTING THROUGH THE SHELBY
COUNTY CONSERVATION BOARD**

By: _____
John F. McCormick, Chairman
Shelby County Conservation Board

SHELBY COUNTY, TENNESSEE

By: _____
A C Wharton, Jr., County Mayor

Approved as to Form:

By: _____
Assistant County Attorney

Other County Approvals:

By: _____
Conservation Board Director

By: _____
County Real Estate Manager

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, personally appeared **JOHN F. McCORMICK**, with whom I am personally acquainted, and who upon oath acknowledged himself to be the **Chairman of the Shelby County Conservation Board**, the within named bargainor, and that he as such **Chairman**, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the **Shelby County Conservation Board** by himself as such **Chairman**.

WITNESS my hand and Notarial Seal, at office in the City of Memphis, in the County aforesaid, this ____ day of _____, 2008.

Notary Public

MY COMMISSION EXPIRES:

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, personally appeared **A C WHARTON, JR., Mayor of Shelby County, Tennessee**, with whom I am personally acquainted, and who upon oath acknowledged himself to be the **Mayor of Shelby County, Tennessee**, the within named bargainor, one of the counties of the State of Tennessee, and that he as such **Mayor** of said county, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of **Shelby County, Tennessee**, by himself as such **Mayor** of said **Shelby County, Tennessee**.

WITNESS my hand and Notarial Seal, at office in the City of Memphis, in the County aforesaid, this ____ day of _____, 2008.

Notary Public

MY COMMISSION EXPIRES:

REAL PROPERTY DESCRIPTION

A tract of land known as the Mississippi River Greenbelt Park containing 208.85 acres, more or less.

Being all of the same property conveyed to the Grantor and described by Deeds of Record in the Register's Office of Shelby County, Tennessee, in the Register's Official Record Book under Instrument Numbers K2 0827, G5 9999, G8 2545, G2 9837, R2 4034, G8 1901, K7 9676, and J9 7330; and further described as Tax Parcel Nos. 069077 00034, 069077 00010Z, 069077 00025, 069077 00024, 069077 00009Z, 069077 00021, 001001 00004Z, 001001 00014, 001001 00008Z, 001001 00010, 001001 00009Z, 001001 00016, , 069077 00014, 069077 00027 and 069077 00011Z.

EASEMENT RESERVATIONS

The hereinabove described 208.85 acre tract of land is being conveyed subject to any and all easements of record and easements for any existing utility, storm drain and sanitary sewer facilities.

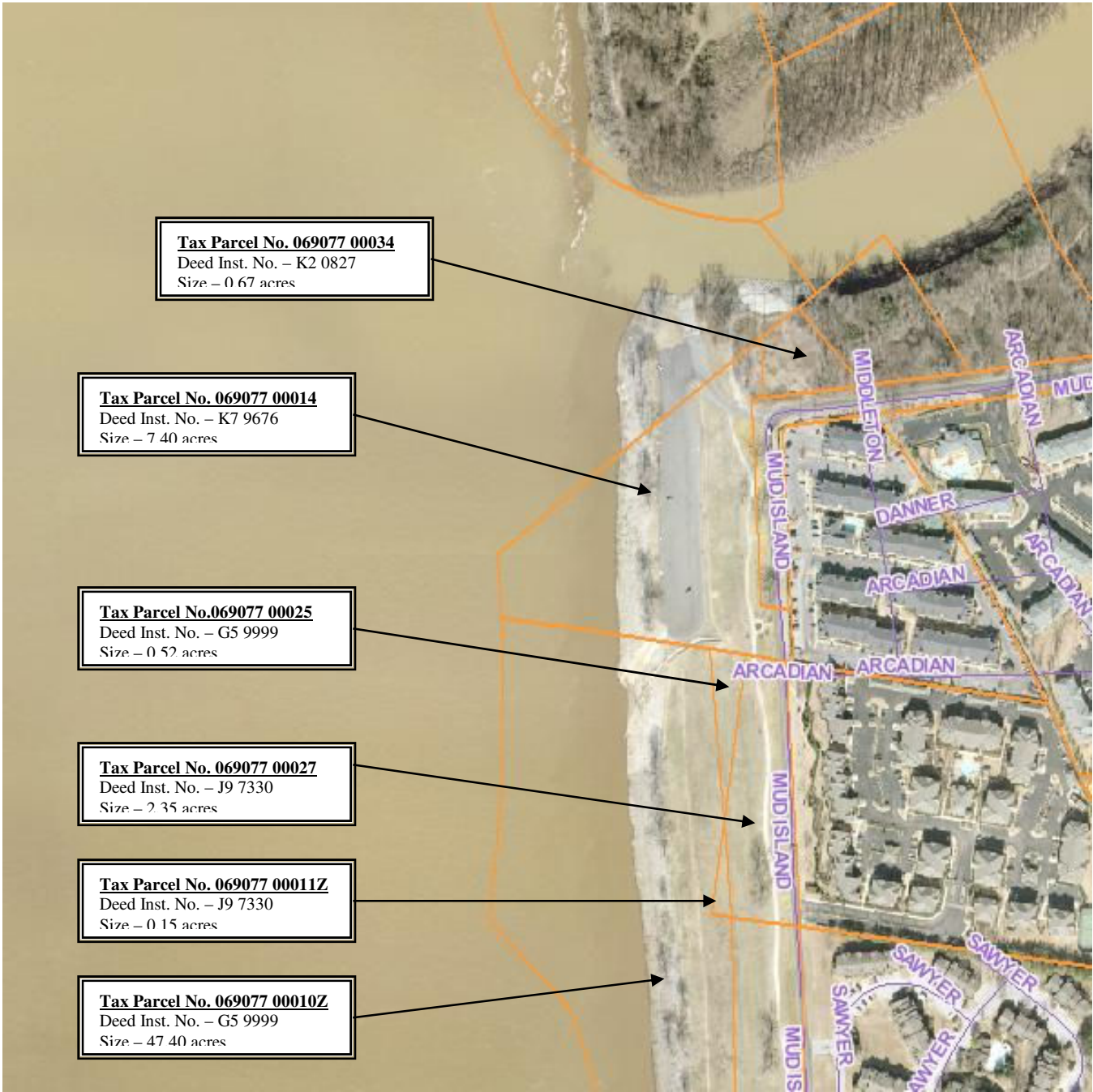
REVERSIONARY CLAUSE

Should the hereinabove described 208.85 acre tract of land subsequently cease to be utilized as a public park, then and in that event, this conveyance shall automatically become void and the rights, title and interest conveyed revert back to Shelby County, Tennessee, a Political Subdivision of the State of Tennessee, or its lawful successor.

This being the same Bill of Sale executed pursuant to and subject to the certain INTERAGENCY COOPERATION CONTRACT FOR THE TRANSFER OF MISSISSIPPI RIVER GREENBELT PARK BY THE COUNTY OF SHELBY TO THE CITY OF MEMPHIS recorded in the Register's Office of Shelby County, Tennessee, in the Register's Official Record Book under Instrument Number .

EXHIBIT "A"

MISSISSIPPI RIVER GREENBELT PARK



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